

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

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IN RE FIDELITY ERISA ) Civil Action No. 13-10222-DJC  
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**DEFENDANTS' SUPPLEMENTAL MOTION TO DISMISS  
PLAINTIFFS' CONSOLIDATED COMPLAINT**

Defendants FMR LLC, Fidelity Management Trust Company, Fidelity Management and Research Company, and Fidelity Investments Institutional Operations Company, Inc. (collectively, "Defendants") hereby move to dismiss the Consolidated Complaint filed by Plaintiffs in this action (the "Complaint"). For the reasons stated in the accompanying Memorandum of Law, the Complaint should be dismissed in its entirety and with prejudice under Rule 12(b)(6) of the Federal Rules of Civil Procedure for failure to state a claim upon which relief can be granted.

WHEREFORE, Defendants respectfully request dismissal of the Complaint.

**REQUEST FOR ORAL ARGUMENT**

Pursuant to Local Rule 7.1(d), Defendants request a hearing on this Motion. Defendants submit that a hearing shall assist the Court in its consideration and resolution of the issues presented herein.

Dated: June 30, 2014

Respectfully Submitted,

FMR LLC, FIDELITY MANAGEMENT  
TRUST COMPANY, FIDELITY MANAGEMENT  
AND RESEARCH COMPANY, AND FIDELITY  
INVESTMENTS INSTITUTIONAL  
OPERATIONS COMPANY, INC.

By their attorneys,

/s/ Alison V. Douglass  
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**LOCAL RULE 7.1(A)(2) CERTIFICATION  
AND CERTIFICATE OF SERVICE**

I, Alison V. Douglass, hereby certify that the parties have conferred regarding the relief requested in this motion, and Plaintiffs do not assent to the filing of the motion or to the relief sought herein.

I, Alison V. Douglass, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on June 30, 2014.

/s/ Alison V. Douglass